Notice of Exempt
Offering of Securities



09036934

# **U.S. Securities and Exchange Commission**

Washington, DC 20549

(See instructions beginning on page 5)

ntentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB APPROVAL

OMB Number: 323S-0076

Expires: March 31, 2009

Estimated average burden

hours per response: 4.00

Item 1. Issuer's Identity	HILS OF OTHISSIONS OF TACE COINS		
Name of Issuer FrontPoint Offshore Multi-Strategy Fund Series A Ltd.	Previous Name(s)	⊠ None	Entity Type (Select one)  Corporation
Jurisdiction of Incorporation/Organization			Limited Partnership
Cayman Islands		IIIAAP	Limited Liability Company
Year of Incorporation/Organization (Select one)  Over Five Years Ago  Within Last Five (specify years)		MAR 2 7	L_1 003//2/23 11035
(If more than one issuer is filing this notice, of Item 2. Principal Place of Business		ion	taching items 1 and 2 Continuation Page(s).
Street Address 1		Street Address 2	
Two Greenwich Plaza			
City	State/Province/Country	ZIP/Postal Code	Phone No.
Greenwich	СТ	06830	203-622-5200
Item 3. Related Persons			
Last Name	First Name		Middle Name
FrontPoint Multi-Strategy Fund GP, LLC			
Street Address 1		Street Address 2	
Two Greenwich Plaza			reni Caraselino
City	State/Province/Country	ZIP/Postal Code	<u> </u>
Greenwich	СТ	06830	·
Relationship(s): 🔀 Executive Officer	☐ Director ☐ Promoter	<u> </u>	MAR 13,7009
Clarification of Response (if Necessary)	anager of the Issuer		Alesthation i i
<del></del>	tify additional related person one)	s by checking this box 🗵	and attaching Item 3 Continuation Poge(s).
Banking and Financial Services	Energy		REITS & Finance
Commercial Banking	•	ric Utilitles	Residential
Insurance	~	gy Conservation Mining	Other Real Estate
Investing Investment Banking	<u> </u>	ronmental Services	<ul><li>Retailing</li></ul>
investment Banking  Pooled Investment Fund			Restaurants
If selecting this industry group, also sel	ect one fund Othe	r Energy	T <b>echnology</b> Computers
type below and answer the question be	elow: Health C	are	( ) Telecommunications
Hedge Fund	$\mathbf{v}$	echnology	Other Technology
Private Equity Fund  Venture Capital Fund	Ų	th Insurance hitals & Physcians	Travel
Other Investment Fund	Q .	maceuticals	Airlines & Airports
Is the issuer registered as an inve	stment C Othe	r Health Care	C Lodging & Conventions
company under the Investment C Act of 1940? (1945) Yes (1940) No	Company		Other Travel
Other Banking & Financial Services	Real Esta		Other Tavel

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Revenue Range (for issuer not specifying "hed or "other investment" fund in Item 4 above)	specifying "hedge" or "other investment" fund in
O No Revenues	OR No Aggregate Net Asset Value
\$1 - \$1,000,000	C \$1 - \$5,000,000
\$1,000,001 - \$5.000,000	<b>(</b> \$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Decline to Disclose
O Not Applicable	Not Applicable
tem 6. Federal Exemptions and Exclusions	Claimed (Select all that apply)
	Investment Company Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(S) Section 3(c)(13)
Rule 506	Section 3(c)(6) Section 3(c)(14)
Securities Act Section 4(6)	Section 3(c)(7)
tem 7. Type of Filling	
	dment
New Notice OR	
New Notice OR Amend Date of First Sale in this Offering: May 1, 2004	
New Notice OR Amend Pate of First Sale in this Offering: May 1, 2004  tem 8. Duration of Offering	OR First Sale Yet to Occur
New Notice OR Amend Date of First Sale in this Offering: May 1, 2004	OR First Sale Yet to Occur
New Notice OR Amend ate of First Sale in this Offering: May 1, 2004  tem 8. Duration of Offering  Does the issuer intend this offering to last more	OR First Sale Yet to Occur  than one year? X Yes No  lect all that apply)
New Notice OR Amend Pate of First Sale in this Offering: May 1, 2004  Item 8. Duration of Offering  Does the issuer intend this offering to last more  Item 9. Type(s) of Securities Offered (Sel	OR First Sale Yet to Occur than one year? X Yes No
New Notice OR Amend Date of First Sale in this Offering: May 1, 2004  tem 8. Duration of Offering  Does the issuer intend this offering to last more tem 9. Type(s) of Securities Offered (Sel	OR First Sale Yet to Occur  than one year? Yes No  lect all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities
New Notice OR Amend Oate of First Sale in this Offering: May 1, 2004  Item 8. Duration of Offering  Does the issuer intend this offering to last more  Item 9. Type(s) of Securities Offered (Seited)  Equity  Debt	OR First Sale Yet to Occur  than one year? Yes No  lect all that apply)  Pooled Investment Fund Interests
Date of First Sale in this Offering: May 1, 2004  tem 8. Duration of Offering  Does the issuer intend this offering to last more  tem 9. Type(s) of Securities Offered (Sel	OR First Sale Yet to Occur  than one year? Yes No  lect all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities
New Notice OR Amend Date of First Sale in this Offering: May 1, 2004  Item 8. Duration of Offering  Does the issuer intend this offering to last more  Item 9. Type(s) of Securities Offered (Selly)  Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option,	OR First Sale Yet to Occur  than one year? Yes No  lect all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities
New Notice OR Amend Pate of First Sale in this Offering: May 1, 2004  Item 8. Duration of Offering  Does the issuer intend this offering to last more  Item 9. Type(s) of Securities Offered (Sel  Equity  Debt  Option, Warrant or Other Right to Acquire Another Security	OR First Sale Yet to Occur  than one year? Yes No  lect all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities
New Notice OR Amend Pate of First Sale in this Offering: May 1, 2004  Item 8. Duration of Offering  Does the issuer intend this offering to last more  Item 9. Type(s) of Securities Offered (Sel  Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	OR First Sale Yet to Occur  than one year? Yes No  lect all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)
New Notice OR Amend Date of First Sale in this Offering: May 1, 2004  Item 8. Duration of Offering  Does the issuer intend this offering to last more  Item 9. Type(s) of Securities Offered (Selly)  Equity  Debt  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option,	OR First Sale Yet to Occur  than one year? Yes No  lect all that apply)  Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (Describe)  business combination Yes X No

#### U.S. Securities and Exchange Commission

tem 11. Minimum Investment	
Minimum investment accepted from any outside investor \$	100,000.00
tem 12. Sales Compensation	
lecipient	Recipient CRD Number
forgan Stanley & Co. Incorporated	8209 No CRD Number
Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
	☐ No CRD Number
Street Address 1	Street Address 2
1585 Broadway	
City State/Province	e/Country ZIP/Postal Code
New York NY	10036
States of Solicitation 🛛 All States	
□ AL □ AK □ AZ □ AR □ CO □ C	TO DE LOS FLATORA HILL DID
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐	] ME
	NY NG NO OF OK OR
RI SC SD TN TX UT	VT VA WA WW WI WI WY PR
	tion by checking this box 😡 and attaching Item 12 Continuation Page(
Item 13. Offering and Sales Amounts	
(a) Total Offering Amount	OR 🗵 Indefinite
(b) Total Amount Sold \$ 538,2	241,838.00
(c) Total Remaining to be Sold (Subtract (a) from (b))  Clarification of Response (If Necessary)	OR 🔀 Indefinite
Chincoloria	
•	ı
Item 14. Investors	
	sold to persons who do not qualify as accredited investors, and enter the
Check this box if securities in the offering have been or may be s	ed in the offering:
Check this box if securities in the offering have been or may be so number of such non-accredited investors who already have invested	the offering: 59
Check this box if securities in the offering have been or may be so number of such non-accredited investors who already have invested.  Enter the total number of investors who already have invested in the litem 15. Sales Commissions and Finders' Fees Expensions.	the offering: 59
Check this box if securities in the offering have been or may be a number of such non-accredited investors who already have invested in the litem 15. Sales Commissions and Finders' Fees Experior of the separately the amounts of sales commissions and finders' feeck the box next to the amount.	the offering: 59  Spenses

Investors that purchase interests through a broker or dealer ("Intermediaries") may pay a one-time upfront fee in addition to such investors' subscription amounts With respect to certain Intermediaries, the manager of the issuer (or an affiliate) is expected to pay an annual ongoing fee calculated as a percentage of the net asset value of all interests that have been sold or distributed by such Intermediaries in consideration for the safe, distribution, retention and for servicing of such interests. These fees are not expenses of the issuer and, therefore, are not reflected herein.

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wide the amount of the gross proceeds of the offering that has been or is difor payments to any of the persons required to be named as ex- ctors or promoters in response to Item 3 above. If the amount is unkni- mate and check the box next to the amount.	ecutive officers.
Clarification of Response (If Necessary)	
gnature and Submission	
Please verify the information you have entered and review the To	erms of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each ide	entified issuer is:
the State in which the issuer maintains its principal place of bus process, and agreeing that these persons may accept service or such service may be made by registered or certified mail, in any against the issuer in any place subject to the jurisdiction of the activity in connection with the offering of securities that is the sprovisions of: (i) the Securities Act of 1933, the Securities Exchain Company Act of 1940, or the Investment Advisers Act of 1940, of State in which the issuer maintains its principal place of business.  Certifying that, if the issuer is claiming a Rule SOS exert the reasons stated in Rule SOS(b)(2)(iii).  This undertaking does not affect any limits Section 102(a) of the National State 3416 (Oct. 11, 1996) Imposes on the ability of States to require reviewed securities? for purposes of NSMIA whether in all instances of	EC and the Securities Administrator or other legally designated officer of siness and any State in which this notice is filed, as its agents for service of nits behalf, of any notice, process or pleading, and further agreeing that it Federal or state action, administrative proceeding, or arbitration brought United States, if the action, proceeding or arbitration (a) arises out of any subject of this notice, and (b) is founded, directly or indirectly, upon the inge Act of 1934, the Trust Indenture Act of 1939, the Investment or any rule or regulation under any of these statutes; or (ii) the laws of the ses or any State in which this notice is filed.  Important the issuer is not disqualified from relying on Rule 505 for one of the information. As a result, if the securities that are the subject of this Form D are due to the nature of the offering that is the subject of this Form D, States cannot
routinely require offering materials under this undertaking or otherwis so under NSMIA's preservation of their anti-fraud authority.	se and can require offering materials only to the extent NSMIA permits them to do
undersigned duly authorized person. (Check this box and	to be true, and has duly caused this notice to be signed on its behalf by th attach Signature Continuation Pages for signatures of issuers identified
Each identified issuer has read this notice, knows the contents to undersigned duly authorized person. (Check this box and in Item 1 above but not represented by signer below.)	to be true, and has duly caused this notice to be signed on its behalf by the attach Signature Continuation Pages for signatures of issuers identified
undersigned duly authorized person. (Check this box and	to be true, and has duly caused this notice to be signed on its behalf by the attach Signature Continuation Pages for signatures of issuers identified  Name of Signer
undersigned duly authorized person. (Check this box and in Item 1 above but not represented by signer below.)	attach Signature Continuation Pages for signatures of issuers identified
undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.)	attach Signature Continuation Pages for signatures of issuers identified  Name of Signer
undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.)  Issuer(s)  FrontPoint Offshore Multi-Strategy Fund, Ltd.	Name of Signer  7. A. Mckinney
undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.)  Issuer(s)  FrontPoint Offshore Multi-Strategy Fund, Ltd.	Name of Signer  T.A. Mckinney  Title

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#### **Item 3 Continuation Page**

Item 3. Related Persons (Continued) Last Name First Name Middle Name FrontPoint Partners LLC Street Address 1 Street Address 2 Two Greenwich Plaza State/Province/Country City ZIP/Postal Code CT 06830 Greenwich Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name Hagarty John Street Address 2 Street Address 1 Two Greenwich Plaza City State/Province/Country ZIP/Postal Code 06830 Greenwich X Executive Officer X Director Promoter Relationship(s): Clarification of Response (if Necessary) Middle Name Last Name First Name Τ.А. McKinney Street Address 2 Street Address 1 Two Greenwich Plaza State/Province/Country City ZIP/Postal Code 06830 Greenwich Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name Boyle Geraldine Street Address 1 Street Address 2 Two Greenwich Plaza State/Province/Country ZIP/Postal Code City 06830 Greenwich Relationship(s): ▼ Executive Officer Director Promoter Clarification of Response (if Necessary) (Copy and use additional copies of this page as necessary.)

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#### Item 3 Continuation Page

Item 3. Related Persons (Continued) Last Name First Name Middle Name Jacoby William Street Address 1 Street Address 2 Two Greenwich Plaza City State/Province/Country ZIP/Postal Code 06830 Greenwich Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name Middle Name First Name Eric Mendelsohn Street Address 2 Street Address 1 Two Greenwich Plaza City State/Province/Country ZIP/Postal Code 06830 Greenwich Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name Eng Michelle Street Address 2 Street Address 1 Two Greenwich Plaza City State/Province/Country ZIP/Postal Code СТ 06830 Greenwich Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name Ruddick Geoff Street Address 1 Street Address 2 Two Greenwich Plaza State/Province/Country City ZIP/Postal Code CT 06830 Greenwich Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary.)

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#### Item 3 Continuation Page

Item 3. Related Persons (Conti		
Last Name	First Name	Middle Name
Lang	Martin	
Street Address 1		Street Address 2
Two Greenwich Plaza		
City	State/Province/Country	ZIP/Postal Code
Greenwich	СТ	06830
Relationship(s): Executive Offic	er 🛛 Director 🗌 Promoter	
Clarification of Response (if Necessary)		
Last Name	First Name	Middle Name
Street Address 1		Street Address 2
City	State/Province/Country	ZIP/Postal Code
Relationship(s): Executive Office	cer Director Promoter	,
Clarification of Response (if Necessary)	)	
<del></del>	<del>-</del> -	
Last Name	First Name	Middle Name
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bred 5 1 TM ( ) The	Tistitaine	
Street Address 1	Tistvanie	Street Address 2
	That Name	
	State/Province/Country	
Street Address 1		Street Address 2
Street Address 1  City	State/Province/Country	Street Address 2  ZIP/Postal Code
Street Address 1  Clty  Relationship(s): Executive Office	State/Province/Country  Ser Director Promoter	Street Address 2  ZIP/Postal Code
Street Address 1  City	State/Province/Country  Ser Director Promoter	Street Address 2  ZIP/Postal Code
Street Address 1  Clty  Relationship(s): Executive Office	State/Province/Country  Ser Director Promoter	Street Address 2  ZIP/Postal Code
Street Address 1  Clty  Relationship(s): Executive Office	State/Province/Country  Ser Director Promoter	Street Address 2  ZIP/Postal Code
Street Address 1  City  Relationship(s): Executive Office Clarification of Response (if Necessary)	State/Province/Country  er Director Promoter	Street Address 2  ZIP/Postal Code
Street Address 1  Clty  Relationship(s): Executive Offic  Clarification of Response (if Necessary)	State/Province/Country  er Director Promoter	Street Address 2  ZIP/Postal Code
Street Address 1  Clty  Relationship(s): Executive Office  Clarification of Response (if Necessary)  Last Name	State/Province/Country  er Director Promoter	Street Address 2  ZIP/Postal Code  Middle Name
Street Address 1  City  Relationship(s): Executive Office  Clarification of Response (if Necessary)  Last Name	State/Province/Country  er Director Promoter	Street Address 2  ZIP/Postal Code  Middle Name
Street Address 1  City  Relationship(s): Executive Office  Clarification of Response (if Necessary)  Last Name  Street Address 1	State/Province/Country  Ter Director Promoter  First Name	Street Address 2  ZIP/Postal Code  Middle Name  Street Address 2
Street Address 1  City  Relationship(s): Executive Office Clarification of Response (if Necessary)  Last Name  Street Address 1  City	State/Province/Country  Director Promoter  First Name  State/Province/Country	Street Address 2  ZIP/Postal Code  Middle Name  Street Address 2  ZIP/Postal Code
Street Address 1  City  Relationship(s): Executive Office  Clarification of Response (if Necessary)  Last Name  Street Address 1  City  Relationship(s): Executive Office	State/Province/Country  Director Promoter  First Name  State/Province/Country  Director Promoter	Street Address 2  ZIP/Postal Code  Middle Name  Street Address 2  ZIP/Postal Code
Street Address 1  City  Relationship(s): Executive Office Clarification of Response (if Necessary)  Last Name  Street Address 1  City	State/Province/Country  Director Promoter  First Name  State/Province/Country  Director Promoter	Street Address 2  ZIP/Postal Code  Middle Name  Street Address 2  ZIP/Postal Code

Form D 9

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#### Item 12 Continuation Page

### Item 12. Sales Compensation (Continued)

Recipient	Recipient CRD Number	_
Morgan Stanley & Co. International plc		No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number	
		No CRD Number
Street Address 1	Street Address 2	
25 Cabot Square, Canary Wharf  City State/Province	e/Country ZIP/Postal Code	
London Engla	and L144QA	
States of Solicitation         All States           AL         AX         AZ         AR         GA         GO         CO         CO	ME MD MA MI	GA HI ID MN MS MO OK OR PA WI WY PR
Recipient  Morgan Stanley Bank International Limited	Recipient CRD Number	No CRD Number
	Recipient CRD Number  (Associated) Broker or Dealer CRD Number	
Morgan Stanley Bank International Limited		
Morgan Stanley Bank International Limited		J
Morgan Stanley Bank International Limited  (Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number	J
Morgan Stanley Bank International Limited  (Associated) Broker or Dealer None  Street Address 1	(Associated) Broker or Dealer CRD Number  Street Address 2	J
Morgan Stanley Bank International Limited  (Associated) Broker or Dealer None  Street Address 1  25 Cabot Square, Canary Wharf	(Associated) Broker or Dealer CRD Number  Street Address 2  e/Country ZIP/Postal Code	J

# U.S. Securities and Exchange Commission

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#### **Item 12 Continuation Page**

#### Item 12. Sales Compensation (Continued)

Reciplent	Recipient CRD Number
Morgan Stanley Asia Limited	No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
	☐ No CRD Number
Street Address 1	Street Address 2
Three Exchange Square Central	
City · State	e/Province/Country ZIP/Postal Code
Hong Kong	SAR
IL IN IA KS KY IN MT NE NV NH NH NV IN TX	CO   CT   DE
Recipient	Recipient CRD Number
Morgan Stanley Asia	No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
	No CRD Number
Street Address 1	Street Address 2
Three Exchange Square Central	
City State	e/Province/Country ZIP/Postal Code
Hong Kong	SAR
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐	CO CT DE DE FL GA HI ID  LA ME MD MA MI MN MS MO  NM NY NG MO WA WA WI WI WY PR

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#### Item 12 Continuation Page

#### Item 12. Sales Compensation (Continued)

	n sister CDD New hor	
Reciplent  Bank Morgan Stanley AG	Recipient CRD Number	No CRD Number
	(Associated) Broker or Dealer CRD Number	M MOCKO Mulliper
(Associated) Broker or Dealer None	(Associated) Broker of Dealer CRD Normber	
		No CRD Number
Street Address 1	Street Address 2	
Bahnhofstrasse 92		<u></u>
City State/Province		
CH-8023 Zurich Switzer	rland	
States of Solicitation	] ME   MD   MA   MI     ] NY	GA HI DOM MN MS MO OK OR PA WI WY PR
Recipient	Recipient CRD Number	
•		☐ No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number	,
		No CRD Number
Street Address 1	Street Address 2	,
City State/Province	e/Country ZIP/Postal Code	
States of Solicitation All States  ALL AK: AZ AR GA GO  IL IN IA KS KY LA  MT NE NO NH NH NH  RI SC SD TN TX UT	ME MD MA MI	GAS HIS DO MN MS MO OK DOR DPA WI WY PR

(Copy and use additional copies of this page as necessary.) Form D  $\,$  10

